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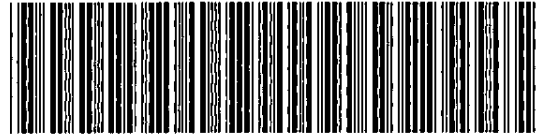
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DIVISION OF CORPORATIONS  
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TALLAHASSEE, FLORIDA

J. Shivers OCT 15 2008

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10/13/08 BERNITA BLANTON

ROBERS, MORRIS & ZIEGLER LLP

Requester's Name  
1401 E. Broward Blvd #300

Address  
Ft. Lauderdale, FL 33301

City State ZIP Phone  
(954) 462-1431

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TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

PROVIDENCE CONNECTION, INC.

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**ARTICLES OF INCORPORATION**

**OF**

**PROVIDENCE CONNECTION, INC.**

(A Florida Nonprofit Corporation)

FILED  
2009 OCT 14 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE 1. NAME**

The name of this corporation shall be **PROVIDENCE CONNECTION, INC.**

**ARTICLE 2. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

**ARTICLE 3. PURPOSE**

This corporation is being formed for the purpose of charitable engaging in the transaction of any and all activities permitted under the laws of Florida and the United States of America. This corporation will engage in religious, charitable, and/or educational purposes, and will not engage in nonexempt purposes.

This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

This corporation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

2. Notwithstanding any other provision of these Articles, this corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code 1954 or any other corresponding provision of any future United States Internal Revenue law.

#### **ARTICLE 4. POWERS**

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to nonprofit corporations, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

However, this corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

#### **ARTICLE 5. MEMBERSHIP**

This corporation shall have one member, to wit: AGAPE CHURCH OF GOD, INC.

## **ARTICLE 6. MANAGEMENT**

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Articles of Incorporation authorize the Board of Directors to so act. Such a statement shall be prima facia evidence of such authority.

## **ARTICLE 7. BOARD OF DIRECTORS**

This corporation's initial Board of Directors shall have five (5) directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three (3).

The manner of the election of the directors shall be specified in the corporate Bylaws.

The directors named herein, comprising the initial Board of Directors, shall hold office until their successors are duly qualified.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Pierre E. Petit-Frere  
9958 Ramblewood Drive  
Coral Springs, Florida 33071-6506

Isaac Petit-Frere  
9958 Ramblewood Drive  
Coral Springs, Florida 33071-6506

Rev. Jessie May Newman-Munson  
P. O. Box 1479  
McDonough, Ga. 30253

Rev. Richard Munson  
P. O. Box 1479  
McDonough, Ga. 30253

Andre Forestal  
1254 Southwest 71st Terrace  
North Lauderdale, Florida 33068

#### **ARTICLE 8. OFFICERS**

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting, or until their successors are elected and qualified.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	Pierre E. Petit-Frere
Vice President	Isaac Petit-Frere
Secretary	Andre Forestal
Treasurer	Andre Forestal

**ARTICLE 9. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE 10. PRINCIPAL OFFICE**

The principal office and mailing address of this corporation shall be located at 1317 Northeast 4th Avenue, Fort Lauderdale, Florida 33304.

**ARTICLE 11. INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's initial registered office shall be: 1401 East Broward Boulevard, #300, Fort Lauderdale, Florida 33301-2116.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: PERRY W. HODGES, JR., ESQ.

**ARTICLE 12. INCORPORATOR**

The name and street address of the subscribers to these Articles of Incorporation are:

Pierre E. Petit-Frere  
9958 Ramblewood Drive  
Coral Springs, Florida 33071-6506

**ARTICLE 13. BYLAWS**

Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles of Incorporation. Any amendments to the corporate Bylaws shall be subject to the approval of this corporation's members.

#### **ARTICLE 14. SPECIAL PROVISIONS**

A. In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or the Federal, State, or Local government for exclusive public purpose.

B. This corporation will not, as a substantial part of its activities, attempt to influence legislation.

C. This corporation will not participate to any extent in a political campaign for or against any candidate for public office.

D. This corporation will distribute its income for each tax year at such time and in such manner as not to subject income to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

E. This corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

F. This corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

G. This corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.



H. This corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

**ARTICLE 15. AMENDMENTS**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of a majority of the quorum of this corporation's members.

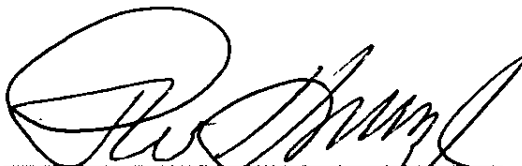
This corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of Florida, have executed these Articles of Incorporation, on the dates indicated next to their signatures.

  
\_\_\_\_\_  
PIERRE E. PETIT-FRERE - Subscriber

September 22, 2008

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2008 OCT 14 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
PERRY W. HODGES, JR.  
Registered Agent